



CODE OF REGULATIONS

First Adopted: March 1, 2008

Last Amended: February 10, 2020

MISSION AND VISION

The mission of the Cleveland Metropolitan Bar Association, a nonprofit corporation organized under the laws of Ohio (“CMBA”), is to promote the rule of law, sustain and improve the quality of and public trust in the administration of justice and the legal profession, and enhance Greater Cleveland through member, civic and community service and leadership. Through its operations, the CMBA aspires to be the model of metropolitan bar member and community service and leadership, indispensable to the practice of law in Greater Cleveland.

ARTICLE I - MEMBERSHIP

I. **Types of Members.** There shall be 5 types of members in the CMBA, namely:

(A) **Regular Member:** A member of the Bar of Ohio or another state.

(B) **Retired Member:** A member for the last 10 consecutive years who has retired from the practice of law.

(C) **Honorary Member:** One who has been a member of the Bar of Ohio for 50 years or more and has been a CMBA member, or either of its predecessors, for not less than 10 consecutive years preceding the election of such member as an honorary member.

(D) **Law Student Member:** Any person who is enrolled in an accredited law school.

(E) **Affiliate Member:** One who is interested in supporting the mission of the CMBA but is not eligible for membership under one of the other types of membership.

2. **Becoming a Member.** An applicant qualified for membership in the CMBA shall become a member upon approval by the CMBA’s Membership Department of a completed

membership application and the payment of the applicable dues. The CMBA shall publish the name of each new member as soon as practicable.

3. Dues.

(A) The Board of Directors by the affirmative vote of not less than 2/3 of its members shall establish the annual dues of CMBA members.

(B) The membership dues may differ both as between the types of members and within the types of members based upon years admitted to the bar, types of practice or other criteria established by the Board of Directors.

4. Termination of Membership.

(A) A CMBA member may resign from membership at any time.

(B) Any member whose dues are 60 days past due shall cease to be a member of the CMBA immediately upon notification of membership termination by the CMBA.

(C) Any Member who is disbarred or resigns from the practice of law in the state of Ohio shall immediately cease to be a Member but may apply to be an Affiliate Member.

(D) By majority vote, the Board of Directors may censure, temporarily suspend or expel any member of the CMBA for conduct unbecoming a member or for conduct prejudicial to the interest of the CMBA or of the legal profession.

5. Reserved Powers. Notwithstanding anything to the contrary in this Code of Regulations, the following actions shall require prior approval by majority vote of the members:

(A) Any change in the purpose or mission of the CMBA;

(B) Any change in the Code of Regulations or Articles of Incorporation of the CMBA;

(C) Any merger or consolidation of the CMBA with an unrelated entity;

(D) The proposed sale of all or substantially all of the CMBA's assets; and

(E) The dissolution or liquidation of the CMBA.

ARTICLE II – BOARD OF DIRECTORS

I. Authority and Duties. The Board of Directors shall have all the powers and duties necessary or appropriate so as to oversee the administration of the affairs of the CMBA and do all such acts and things as are authorized by law and consistent with this Code of Regulations. Directors shall have a fiduciary obligation to the CMBA and shall perform their duties in good faith and in the manner they reasonably believe to be in or not opposed to the best interests of

the CMBA and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

2. Appointment of ABA Delegate. The Board of Directors shall, by majority vote of its members, appoint, at the time requested by the American Bar Association, a member of the CMBA to act as its representative in the House of Delegates of that Association for the term determined by that Association. In the event of the death, resignation, or incapacity of that representative, the Board of Directors shall appoint a successor to serve for the unexpired term of such representative.

3. Members. The Board of Directors shall consist of:

(A) The current President, President-Elect, Vice President, and Treasurer of the CMBA and President of the Cleveland Metropolitan Bar Foundation;

(B) The Immediate Past President of the CMBA for the 1 year period following the expiration of the Immediate Past President's term as President;

(C) The current Chair of the Young Lawyers' Section of the CMBA;

(D) The Executive Director of the Legal Aid Society of Cleveland or his or her designee;

(E) The dean or his or her designee from each of the American Bar Association accredited law schools based primarily in Cuyahoga County;

(F) The Chief Executive Officer ("CEO") of the CMBA who shall be the Secretary; provided that he or she shall not have the right to vote on matters brought before the Board of Directors;

(G) Eighteen Members of the CMBA, of which at least 2/3 shall be lawyers, which shall be equally divided into the following classes:

(i) Class A Directors;

(ii) Class B Directors; and

(iii) Class C Directors (each a "Class," and collectively, the "Classes"); and

(H) Three appointed public representatives, with one such public representative serving in each Class.

4. Terms. The Classes shall be staggered so that 6 elected members of only one Class are elected each year to serve a 3 year term. Once elected the members of each Class shall serve one 3 year term or until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office, failure to meet the qualifications for serving as a Director, or death. If a Director is elected to an Officer position, the unexpired term of that Director shall be filled as provided in this Article. Members who have demonstrated

extraordinary service to the CMBA may serve for a second consecutive 3 year term, if selected by the Nominating Committee and elected to a second term.

5. Appointment of Public Representatives. The President shall select one non-lawyer public representative to serve on the Board of Directors as a member of the Class whose term has most recently expired. The public representative shall be an individual whose skills and experience will substantially further the mission of the CMBA. Diversity shall be important as to race, gender, ethnicity, and religious affiliation. Once selected, each public representative shall be approved by the Board of Directors. The term of each public representative that is approved by the Board of Directors shall run concurrently with that of the Class to which they are appointed and may be renewed for additional terms.

6. Meetings.

(A) Regular meetings of the Board of Directors shall be held at periodic intervals as the Board of Directors may deem appropriate.

(B) The President may call special meetings of the Board either: (i) when desirable in the President's judgment; or (ii) when requested in writing by 5 members of the Board of Directors.

(C) Notice of any meeting shall be given to each member of the Board of Directors at least 2 days before the meeting by any effective means of communication.

(D) At any duly called meeting of the Board of Directors, a majority of the total number of members of the Board of Directors shall constitute a quorum. The act of a majority of the members of the Board of Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Regulations.

(E) Any member of the Board of Directors who is absent from 3 meetings in any one fiscal year without satisfactory excuse, as determined by the President, shall be deemed to have resigned as a member of the Board of Directors.

(F) Any meeting of the Board of Directors may be held through communications equipment if all persons participating can hear each other and such participation shall constitute presence at the meeting for purposes of calculating quorum. In addition, when authorized by the President, Directors may vote by electronic or other means.

7. Conflicts of Interest.

(A) It is expected that the members of the Board of Directors shall act so as to scrupulously avoid conflicts of interest between the interests of the CMBA and personal, professional and business interests. This includes avoiding potential and actual conflicts of interest as well as the appearance of a conflict of interest. Conflict of interest refers to any interest that, in the sole judgment of the Director, may actually or potentially affect his or her ability to consider a matter or issue fairly and without bias. Each Director shall annually certify her or his compliance with the Conflict of Interest Policy.

(B) In the event that a member of the Board of Directors intends to abstain from voting on a matter or issue because of a conflict of interest, that Director may not contribute to the discussion and the abstention of the discussion shall be reflected in the minutes.

(C) A Director may contribute to the discussion on a matter in which she or he intends to abstain from voting if she or he has relevant information and is requested to do so by the President.

8. **Committees of the Board of Directors.** In addition to the Nominating Committee and the Executive Committee, there shall be such committees of the Board of Directors as the President may determine (the “Other Committees”). The duties, powers, procedures and membership of the Other Committees shall be established by the Board of Directors. The President, with the advice and consent of the Board of Directors, shall have the power, at any time, to appoint or remove members of the Other Committees and create, modify or discontinue any Other Committee at any time, either with or without cause.

ARTICLE III – OFFICERS

1. **Officers.** The officers of the CMBA shall be a President, a President-Elect, a Vice President, a Treasurer, and a Secretary. From time to time the Board of Directors may appoint such other officers as it deems advisable, including, without limitation a Vice President of Diversity & Inclusion and an Assistant Treasurer. The President, the President-Elect, and the Vice President shall be regular members of the CMBA. The Treasurer and the Assistant Treasurer, if applicable, shall be regular or affiliate members of the CMBA.

2. **Duties of President.**

(A) The President shall be the presiding officer of the CMBA, Chair of the Board of Directors, and shall have the powers and duties provided in these Regulations, as determined from time to time by the Board of Directors.

(B) The President may appoint, with the consent of the Board of Directors, public representatives to any sections and committees of the CMBA. The number of public representatives shall not exceed 10% of the lawyer members of the section or committee or 1 public member, whichever is greater.

3. **Duties of President-Elect.** In the absence or disability of the President, the President-Elect shall have the powers and duties of the President. The President-Elect shall become President upon expiration of the President’s term.

4. **Duties of Vice President.** In the absence or disability of the President-Elect, the Vice President shall have the powers and duties of the President-Elect. The Vice President shall also serve as the Chair of the Membership Committee. The Vice President shall become President-Elect upon expiration of the President-Elect’s term.

5. **Vice President of Diversity & Inclusion.** The Vice President of Diversity & Inclusion shall be selected by the Officers and approved by the Board of Directors to serve a 1 year term, with eligibility to serve up to 2 consecutive 1 year terms. The Vice President of Diversity & Inclusion shall serve as the Chair of the Diversity & Inclusion Committee.

6. **Treasurer.** The Treasurer shall be selected by the Officers and approved by the Board of Directors to a 1 year term and may not serve more than 3 consecutive 1 year terms. The Treasurer shall oversee the CEO's collection and disbursement of all funds of the CMBA, the conducting of an external audit of all accounts of the CMBA annually, the reporting quarter-annually, or more often if required by the Board of Directors, of the record of funds received and disbursed by the CMBA, which shall be kept regularly and at all times be open to inspection by the President or the Board of Directors and perform such other duties as required by the Board of Directors.

7. **Assistant Treasurer.** If one is appointed by the Board of Directors, in the absence or disability of the Treasurer, the Assistant Treasurer shall have the powers and duties of the Treasurer.

8. **Secretary.** The Secretary shall be responsible for keeping a record of the proceedings of the CMBA and the Board of Directors, attend to all correspondence, notify all officers and members of their appointments to committees; keep a roster of the members, issue notices of all meetings of the CMBA, the Board of Directors, sections and committees; and perform such other duties as required by the Board of Directors.

9. **Other Officers.** The Board of Directors shall define the duties of any other officer it appoints.

10. **Term.** Each officer shall hold office until a successor has been duly elected or appointed.

11. **Vacancies.** The vacancy in any office of the CMBA shall be filled for the unexpired term by appointment by the Board of Directors, except that if the office of the President becomes vacant, the President-Elect shall fill such office; if the office of President-Elect becomes vacant, the Vice President shall fill such office; if the office of Vice President becomes vacant, it shall be filled only by election by the CMBA, either at the next regular election or by a special election to be held in such manner as the Board of Directors determines; and if the office of Treasurer becomes vacant the Assistant Treasurer, if there is one serving at the time, shall fill such office.

12. **Salaries.** Except for the CEO, no officer or member of the Board of Directors shall receive any compensation for serving in such position; however, officers and members may be reimbursed for actual expenses incurred in the performance of their duties for the CMBA, in accordance with reimbursement guidelines that the Board of Directors may adopt.

13. **Executive Committee.** The Executive Committee of the CMBA shall be comprised of:

- (A) The current President, President-Elect, Vice President, and Treasurer of the CMBA;
- (B) One representative from each of the Classes, which representative shall be selected by the current President;
- (C) The CEO, as a non-voting member; and
- (D) Any other member of the Board of Directors appointed by the current President.

The Executive Committee may act for the CMBA between regular meetings of the Board of Directors to the extent permitted by law. All action taken by the Executive Committee shall be reported to the Board of Directors at its first meeting thereafter. Except as set forth herein above, the Board of Directors shall have authority to delegate any other matter it deems advisable to the Executive Committee.

ARTICLE IV – NOMINATIONS & ELECTIONS

1. Appointment of Nominating Committee. At least 120 days prior to the CMBA's annual meeting, the Executive Committee shall appoint a Nominating Committee which shall consist of 8 members of the CMBA. Of the 8 members selected, at least 3 shall have served as members of the Board of Directors within the last 4 years, and at least 1 such member shall have served on the Nominating Committee in the immediately preceding year. The Immediate Past President shall serve as a ninth member of the Nominating Committee but not as the Chair.

2. Nominating Committee Charge. The charge of the Nominating Committee shall be for the leadership of the CMBA to reflect the broad nature of the membership of the CMBA itself. To that end, the Nominating Committee shall strive to nominate individuals who are in the aggregate representative of all the diverse groups that make up the membership of the CMBA. The Nominating Committee shall consider the following non-exclusive list of factors when recommending individuals to serve as Directors and Officers:

- (A) Level of engagement with the CMBA;
- (B) Exhibited leadership within the CMBA;
- (C) Demonstrated commitment to the CMBA;
- (D) Ability to meet the expectations of Officers and Directors; and
- (E) Diversity as to race, gender, nature of practice, ethnicity, religious affiliation, and practice setting, i.e., government, corporate, private practice (small firm, big firm, solo, medium firm), and legal services to the economically disadvantaged.

3. Duties of the Nominating Committee. The Nominating Committee shall recommend the candidates for the open seats of the 6 members of the outgoing Class, any other vacancies on the Board of Directors, and the Vice-President. The Nominating Committee shall accept nominations in writing at least 60 days prior to the date of the annual meeting of the CMBA. The Nominating Committee shall circulate the names of all candidates that were nominated to all members of the CMBA by email or other means and request that any member who would like to send a letter of support or opposition to any candidate do so within 7 days. The Nominating Committee shall also interview all candidates after the time for comment has expired. The Nominating Committee shall thereafter make its decision by majority vote and issue its report as to who has been recommended for each position no less than 30 days prior to the date of the annual meeting of the CMBA. The report shall be circulated to all members via email or other means. If no challenges are received to the recommendations of the Nomination Committee, the report shall be submitted to the Board of Directors for approval.

4. Challenges to Recommendations of the Nominating Committee. Candidates who were not recommended by the Nominating Committee shall have 7 days to challenge the Nominating Committee's recommendation by submitting a petition challenging the recommended candidates for Directors or Officers. The petition must be supported by the signatures of 15 members of the CMBA. Upon receipt of a timely petition, an election shall be conducted by the CMBA.

5. Elections. In the case of a petition for a Board of Directors position or Officer position, all petitioning candidates and all Nominating Committee candidates shall be listed on the ballot unless a candidate withdraws his or her name from consideration. The ballot shall not designate which candidates resulted from the petition process and which candidates resulted from the Nominating Committee recommendation. Members of the CMBA shall have 7 days to vote by mail, email or other means approved by the Board. Candidates receiving the most votes in the election shall fill the open seats. A runoff election shall be held within 7 days in any race that results in a tie.

ARTICLE V– CHIEF EXECUTIVE OFFICER

A CEO shall be appointed by the Board of Directors who shall serve at the pleasure of the Board of Directors and shall have such duties and authority as may be determined by the Board of Directors from time to time. The CEO shall manage the day-to-day business of the CMBA and shall have exclusive authority to hire, discharge and manage the staff. The CEO shall be the Secretary of the Board of Directors, the Executive Committee and each committee, section or other sub-group of the CMBA. For purposes of the orderly administration of the business of the CMBA, the CEO shall report to and shall be supervised by the President/Chair of The Board of Directors, except as the Board may otherwise determine. The terms of employment and compensation of the CEO shall be approved by the Board of Directors. The CEO shall be indemnified by the CMBA to the same extent indemnification is provided to members of the Board of Directors and the Officers in the CMBA's Articles of Incorporation.

ARTICLE VI – SECTIONS & COMMITTEES

1. **Creation; Discontinuance.** From time to time the Board of Directors may form sections and committees, whose functions are to promote the activities of the CMBA assigned to them by the Board of Directors. The Board of Directors may discontinue sections and committees as it sees fit in its sole discretion. Sections and committees shall, upon formation, adopt and submit to the Board of Directors, for its approval, bylaws for the governance of the section or committee.
2. **Sections.** Sections present opportunities for members of defined practice areas and/or common demographics to connect with each other for professional development. Any member of the CMBA may join any active section upon payment of the applicable dues.
3. **Committees.** Committees focus on topics impacting the legal community and Greater Cleveland. Membership on a committee requires prior approval by the Board of Directors.
4. **Public Representatives.** Members of the public may be elected or appointed to sections and committees to serve as public representatives.
5. **Section & Committee Leadership.** Except as the Board of Directors may otherwise provide, the members of all sections and committees shall elect a Chair and Vice Chair and as many additional members of the section or committee as the section or committee determines to hold leadership positions. Members of sections and committees are encouraged to include in leadership at least 1 member who is under 36 years old or who has been admitted to practice for 5 years or less at the commencement of the member's term of office.
6. **Policies.** No section or committee may pass any resolution expressing its view unless it is approved by a majority of the members present at a meeting of the section or committee. No action of a section or committee or that of any officer or member thereof establishes a policy of the CMBA unless it has been first approved by the Board of Directors.

ARTICLE VII – BYLAWS

The Board of Directors may adopt bylaws governing its own functioning.

ARTICLE VIII – ANNUAL MEETING AND SPECIAL MEETINGS OF THE MEMBERS

1. **Annual and Special Meetings.** The CMBA shall hold an annual meeting on a day designated by the President in the second quarter of each calendar year. Special meetings may be called at any time by the Board of Directors or the President. The President shall also call a special meeting upon receiving the written request of 75 or more regular members.
2. **Notice.** Written notice stating the place within Cuyahoga County, Ohio and the time of any meeting of the CMBA shall be given by mail, email or other means approved by the Board to all members of the CMBA not less than 7 days before the day of the meeting.

3. **Quorum.** The voting members present at any meeting of members of the CMBA shall constitute a quorum for such meeting.

4. **Reading of the Minutes.** The reading of the minutes of any meeting shall not be required unless timely request is made at the commencement of the following meeting.

ARTICLE IX – REFERENDUM

The Board of Directors shall have the power to submit to the members of the CMBA for approval, suggestion or vote, any and all questions, including political questions or issues that in its opinion are proper to come before the CMBA. Upon the written request of 5% or more of CMBA members, addressed to the Board of Directors and filed with the Secretary, the Board shall forthwith conduct a referendum among the members of the CMBA by mail, email or other means approved by the Board, upon any political question or matter of general policy submitted to the Board of Directors in relation to which the Board of Directors has adopted or expressed or refused to adopt a policy or express any opinion. Failure of the Board of Directors to act for 6 weeks shall constitute a refusal to express an opinion within the meaning of this Article. A majority of the votes cast at any such referendum shall determine the policy of the CMBA on the questions or matters so submitted. The Board of Directors may adopt rules for the casting and counting of ballots and shall announce the result thereof at the completion of the count.

ARTICLE X – INDEMNIFICATION

1. **Authorization.** Unless otherwise prohibited by law, the CMBA shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any member or employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, member, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the CMBA for damages arising out of his or her own gross negligence in the performance of a duty to the CMBA.

2. **Expenses.** Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by such director, officer, member, or employee. The CMBA may advance expenses or where appropriate may itself undertake the defense of any director, officer, member, or employee. However, such director, officer, member, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

3. **Insurance.** The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, member, employee, or other agent against any liability incurred by him or her which arises out of such person's status as a director, officer, member, employee, or agent, whether or not the CMBA would have the power to indemnify the person against that liability under law.

ARTICLE XI – AMENDMENTS

This Code of Regulations may be amended by the affirmative vote of a majority of the members voting at a meeting, if the Board of Directors elects to address such matter at a meeting, or by the affirmative vote of a majority of the members voting by mail, email or other means approved by the Board of Directors; provided, however, that in either event the text of any such proposed amendment shall be sent to the membership at least 30 days preceding the date of the proposed vote on such amendment.